

EXHIBIT 2

D'Vari Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**DECLARATION OF RON D’VARI IN SUPPORT OF DEBTORS’ APPLICATION FOR
AN ORDER UNDER BANKRUPTCY CODE SECTIONS 327(a) AND 328(a)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF NEWOAK CAPITAL
ADVISORS LLC AS CONSULTANT NUNC PRO TUNCTO MAY 24, 2013**

I, Ron D’Vari, being duly sworn, hereby depose and say:

A. Background and Qualifications

1. I am the Chief Executive Officer of NewOak Capital Advisors LLC (“**NewOak**”).

I submit this declaration (the “**Declaration**”) on behalf of NewOak in accordance with sections 327 and 328 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Rules for the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**” and the “**Local Rules**”), in support of the *Debtors’ Application For an Order Under Bankruptcy Code Sections 327(a) and 328(a) Authorizing the Employment and Retention of NewOak Capital Advisors LLC as Consultant Nunc Pro Tunc to May 24, 2013* (the “**Application**”),¹ filed contemporaneously herewith. Except as otherwise noted, I have personal knowledge of the matters set forth herein.²

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at NewOak and are based on information provided by them.

2. To the extent that any information disclosed herein requires subsequent amendment or modification upon my completion of further analysis or as additional information regarding creditors and other parties-in-interest becomes available, one or more supplemental declarations will be submitted to the Court reflecting the same.

3. NewOak is an integrated advisory, asset management and capital markets services firm, specializing in distressed and complex assets and covering credits across residential, commercial, consumer, corporate, public finance, project finance and financial companies. NewOak has considerable experience as a consultant and expert witness in cases involving structured products, monolines and non-agency residential mortgage loans. A copy of my curriculum vitae, detailing my experience is attached as Exhibit A to the Declaration.

B. Services to be Rendered

4. The services to be provided by NewOak, pursuant to the terms of the Engagement Letter, will include the following:

- Analysis and confirmation of the tranche structure of the FGIC Insured Trusts and FGIC guarantees associated with the FGIC Settlement;
- Calculation of the expected lifetime losses from the date of issuance for each of the 61 mortgage pools underlying each of the FGIC Insured Trusts summarized in Exhibit I to the Engagement Letter;
- Calculation of the expected lifetime losses from the date of issuance for each of the tranches in the securitizations that are not guaranteed by FGIC as indicated in Exhibit I to the Engagement Letter;
- Provision of such other expert-related testimony, consulting or advisory services as may be needed in connection with the FGIC Settlement.

5. NewOak also anticipates providing similar valuation services in connection with an independent analysis of the MBIA Claims as part of the Global Plan Support Agreement.

6. NewOak will work closely with Morrison & Foerster to ensure there is no unnecessary duplication of services in connection with NewOak's analysis of the FGIC Settlement or MBIA Claims.

C. Professional Compensation

7. NewOak has two fixed fee components to its compensation in connection with its analysis of the FGIC Settlement:

- \$1,000 for each of the 61 individual mortgage pools underlying the RMBS trusts summarized in Exhibit I to the Engagement Letter for which NewOak performs an expected lifetime loss calculation; and
- \$1,000 for each CUSIP, tranche or class of certificates not guaranteed by FGIC indicated in Exhibit I to the Engagement Letter, for which NewOak performs an expected lifetime loss calculation.

8. For NewOak's other consulting and expert witness services in connection with the FGIC Settlement, NewOak will charge hourly rates of:

- \$950 per hour for the services of its consultants and expert witnesses at the Partner level or above, including for my services;
- \$750 per hour for the services of its consultants at the Managing Director level;
- \$600 per hour for the services of its consultants at the Director/Associate Director level;
- \$500 per hour for the services of its consultants at the Associate level; and
- \$400 per hour for the services of its consultants at the Analyst level.

9. NewOak will also seek reimbursement for all of its reasonable documented out-of-pocket expenses incurred in connection with its services.

10. Notwithstanding any provision in the Engagement Letter to the contrary, NewOak understands that payment of its fees for professional services rendered and reimbursement of expenses incurred in connection with these cases will be subject to the Court's approval and

NewOak will be required to comply with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, General Order M-447 regarding Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, dated January 29, 2013, the U.S. Trustee Guidelines currently in effect, this Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 797], and any other applicable procedures and orders of the Court.

11. NewOak will not share any compensation to be paid by the Debtors with any other person or firm.

D. Indemnification Provisions

12. The Engagement Letter contains certain indemnification provisions, requiring the Debtors to indemnify NewOak and other Indemnified Persons (as defined in the Engagement Letter) in connection with any loss, claim, damage, judgment, assessment, interest, cost, fine, amount paid in settlement, fees and expenses (including reasonable attorneys' fees), or other liability arising out of its engagement for the Debtors, except to the extent that any such loss, claim, damage, judgment, assessment, interest, cost, fine, amount paid in settlement, fees and expenses (including reasonable attorneys' fees), or other liability arises out of NewOak's intentional malfeasance or gross negligence. The indemnification provisions in the Engagement Letter are an integral part of NewOak's standard engagement letter, and NewOak believes that such indemnification provisions represent the industry standard in connection with engagements similar to NewOak's engagement with the Debtors.

E. NewOak's Disinterestedness

13. In order to ascertain NewOak's "connections," as that term is used in Bankruptcy Rule 2014, with the Debtors, the Debtors' creditors and other parties in interest in these chapter

11 cases, NewOak conducted an internal search of its conflict database as to the parties listed on Exhibit B to this Declaration (the “Interested Parties”). This internal inquiry regarding the Interested Parties was performed consistent with NewOak’s normal and customary practices for determining conflicts of interest.

14. The conflict check revealed that NewOak has in the past and may currently represent certain of the Interested Parties in other matters. In particular, NewOak provided independent advisory services to FGIC in the fourth quarter of 2010 and into 2011, estimating future cash flow liabilities for FGIC under certain stress scenarios with respect to FGIC’s financial guaranty portfolio, including wrapped public finance and structured finance transactions. NewOak’s analysis was conducted in connection with FGIC’s preparation for its restructuring. NewOak’s work for FGIC did not pertain to any legal dispute and reflected NewOak’s views of estimated liabilities in stress scenarios, which estimates were not intended to be adverse to or in favor of any person, including the Debtors, whose RMBS transactions make up a relatively small portion of FGIC’s overall financial guaranty portfolio. Each of NewOak’s other matters for Interested Parties was or is unrelated to the Debtors and these chapter 11 cases and, accordingly, none of the said representations is materially adverse to the interests of the Debtors or their estates.

15. NewOak believes that it should not be compelled to disclose further details about its representations of the Interested Parties because identifying its past or current clients herein would violate these terms of NewOak’s form engagement letter, which contains a provision that generally prohibits NewOak from disclosing the identities of its clients without their prior written consent. New Oak believes the disclosure above is consistent with its standard

engagement letters and is both fair and reasonable given the limited scope of NewOak's retention in these Chapter 11 cases.

16. NewOak is not a creditor, equity security holder or an insider of any of the Debtors. None of NewOak's officers, directors, or employees were within the two years prior to the Petition Date, a director, officer, or employee of any of the Debtors. NewOak does not have an interest materially adverse to the Debtors' estates or of any class of creditors or equity security holders of the Debtors. Accordingly, I believe NewOak is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

[signature page follows]

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 11th day of June, 2013.

/s/ Ron D'Vari
Ron D'Vari

EXHIBIT A

Curriculum Vitae of Ron D'Vari

Ron D'Vari, PhD, CFA

CEO/Co-Founder

485 Lexington Ave
New York, NY 10017
Tel: (212) 209-0855
Email:
rdvari@newoak.com

Professional Affiliations

CFA charterholder
ASF Board of Advisor

Education

PhD, University of California
Los Angeles

M.B.A., University of California
Los Angeles

M.S., University of California
Los Angeles

B.S., University of California Los
Angeles

Dr. D'Vari is the CEO and Co-Founder of NewOak Capital, a client-focused integrated advisory, asset management, and capital markets services firm. He is well-regarded as solution-oriented, creative and diligent thought leader within the asset management, risk management, structured finance and fixed income portfolio management community. His articulate and disciplined approach to the management of large teams of experts has achieved superior results. Dr. D'Vari's leadership instincts were honed by his experience responding and working out problems presented by the recent financial crisis. His strong foundation and disciplined approach to asset management, capital market practices, risk management, complex transactions, risk management, valuation, loss modeling techniques and documentation interpretation for complex securities is particularly helpful to clients.

Dr. D'Vari has led or played key roles in devising and implementing strategies dealing with some of the largest and well publicized de-risking and restructuring advisory cases including MLEC (Master Liquidity Enhanced Conduit), a banking industry solution to the SIV crisis, advising a European central bank involved in tens of billions of structured products threatening German banking system assumed from a failed conduit, Canadian ABCP conduit workout, recapitalization of E*trade, valuing and successfully de-risking over a dozen financial institutions' structured products including SIV holding, a European bank de-risking prior to Lehman event and, original design and documentation of hybrid CDO and fully synthetic ABS CDOs. At NewOak, Dr. D'Vari has advised over a trillion in complex assets.

Dr. D'Vari specializes in structured products portfolio construction, management, structuring, securitization, valuation, credit and market risks and trading management. He employs: (a) "reality-based" forward-looking loss estimation for credits and related structured products; (b) the Quandamental™ approach to fixed income portfolio management; (c) option-theoretic credit risk models for corporates combined with fundamental research; (d) risk-constrained sector optimization; (e) GARCH processes with jump for fat-tailed risk; and, (f) an integrated multivariate relative valuation and risk management framework. D'Vari's loss and cash flow models include Consumer Credit (Credit Cards, Student Loans, Auto, HELOC), Residential (whole loans and RMBS), Commercial Real Estate (CRE Loans and CMBS), and Life Settlements. Dr. D'Vari is well known expert in structured products and has structured and actively managed over \$15 billion of assets across 13 unique vehicles that featured short term liquidity facility, ABCP, funded and unfunded CDS, and bank loan with underlying collateral spanning corporates, ABS, RMBS, CMBS, CDOs, and SIVs. He has been credited as the original designer of PAYGO CDS for structured products (ABS, CDOs, CMBS) and Hybrid Cash-Synthetic CDOs.

Dr. D'Vari was formerly an executive at BlackRock and served as Head of Structured Finance Business and Member of Alternative, Fixed Income Business, and New Business Management Committees. He helped manage over \$60 billion of client portable alpha, multi-strategy fixed-income, structured assets, led efforts in distressed asset advisory, set up Penny MAC, a mortgage company and was lead portfolio manager for BlackRock's Mortgage Investors, a distressed securities fund. At State Street Research & Management, a firm acquired by BlackRock, he was an executive member of Bond Policy Committee managing overall fixed-income and was responsible for managing \$14 billion of ALM and structured products and strategies on a day-to-day basis.

D'Vari has over 15 years of teaching experience at UCLA, Boston University, and Brandeis. He serves on the advisory board of ASF journal and was previously on Boston Security Analyst Society's Board. He is a Research Affiliate at Institute for Business in the Global Context and SWF Initiatives, The Fletcher School, Tufts University. D'Vari is registered with NewOak Capital Markets LLC and holds Series 7, 24 and 63 licenses. He earned his B.S., M.S., M.B.A., and PhD degrees from University of California Los Angeles, and is a CFA charterholder.

Ron D'Vari Curriculum Vitae

Ron D'Vari, *NewOak Capital*, CEO and Co-Founder

- An integrated advisory, solutions, asset management, and capital markets specializing in distressed and complex assets covering credits across residential, commercial, consumer, corporate, public finance, project finance (loans and securities) and financial companies.
- Focus on devising and implementing creative solutions for institutional clients resulting from the credit crisis across the globe regarding complex and opaque assets.
- 40+ investment professionals.
- Founded on solid understanding of credit fundamentals at granular level, structure, underwriting, and cash flow analysis.
- Expertise in origination, underwriting, warehousing, structuring, rating, distribution, management, pricing, and hedging practices.
- Championing development of OpenRisk/Stratus platform to analyze and manage process flow for assets including illiquid loans and securities
- Advised on more than \$1 trillion in structured and complex securities (cash and synthetics)
- Has been engaged as strategic consultant, expert witness and valuation in various dispute resolution cases involving structured products, monolines, non-agency residential mortgage loans, asset management, securities and other structured products.

Specific Projects:

Dr. D'Vari has been directly involved and managed various projects:

- **Regulatory Examination :** Review and advise on the overall portfolio and credit risk management, policies & procedures of a major financial institution
- **Restructuring:** Advising on restructuring a portfolio of ultra large crude carriers and other assets
- **Project Finance:** Structuring and capital raise for a public mineral company developing with proven reserves
- **Valuation and Loss Estimation:** Valuation analysis in support of GAPP and statutory accounting of large multi-asset portfolios for financial institutions covering whole loans, structured products, fixed income securities, derivatives and equities; independent valuation of complex securities to meet transparency requirements for various hedge funds. Asset classes cover
 - Mortgage-Backed Securities : Residential (Loan, MBS, CMOs), Commercial (CMBS, Whole Loans), Loan Servicing Portfolios
 - Asset-Backed Securities: Consumer finance, student loans, aircraft, leases, receivables
 - Complex and Alternative Assets: Conduits, SIVS, CLOS, CDOs, TruPs, Longevity
 - Fixed Income: Corporates, Sovereign, Emerging Markets, Municipal, Sovereign
- **Risk Management Solutions:** periodic risk and valuation reporting on complex structured and fixed-income portfolios for various institutional clients; netting applications for large and diverse portfolios of CDS for financial institutions.
- **De-Risking Advisory:** UCC-compliant auctions for consumer finance loan portfolios for international banks; derivatives portfolio unwind for banks and corporations; risk transfers of structured products and loans and CLO portfolio sales for banks and hedge funds.
- **Litigation & Dispute Resolution Advisory:** white paper on residential mortgage workout challenges in RMBS; reviewing and opining on securities lending practices (investment and hedging); structured products collateral validation and valuation for various institutional investors and banks; internal review of CDO structuring practice; review of the auction process for senior life settlement portfolio by unsecured lender's dispute; class action and shareholder law suits on financial reporting and transparency of loss reserves related to structured products and derivatives
- **Loan Advisory:** structuring warehouse loan facility for specialty finance companies and funds; CRE Loan for investors
- **Portfolio Management Advisory:** liability-driven asset allocation optimization for financial institutions; externally managed portfolio reviews for financial institutions; advisory and valuation of longevity portfolios and policies for investors and receivers.
- **Merger & Acquisition Advisory Support:** reinsurance company portfolio review for PE firm; due diligence and advisory services in acquisition of a financial technology company; asset advisory services in acquisition of an insurance company subsidiary.

- **Business Practice Advisory:** deconstructing the business processes in a sell-side securitization platform to better understand the dynamics of a variety of complex issues and considerations from various angles for banks; portfolio strategy advisory and evaluation for security lending portfolio management.

BlackRock - 1994-2008, Head of Structured Finance and Member of Fixed Income Business and Alternative Management Committees

Responsible for \$90+ billion investments in all structured products and subordinated structured finance investments.

- Headed Structured Finance Business and senior member of several key management committees: Alternative, New Business, and Fixed Income Business Committees.
- Member of Investment Strategy Group and Portfolio Management Group
- Portfolio manager, Obsidian hedge fund
- Founded and led a team of 11 sector specialists managing portfolios of structured finance securities (non-agency RMBS, subordinated CMBS, SF CDO, CLO, CRE CDO, CSO) and credit sensitive ABS strategies across all fixed income portfolios including hedge funds.
- Founded BlackRock's residential mortgage credit underwriting, loan modeling, due diligence, loss expectations, and investment process
- Senior member of Short Duration, non-agency MBS and CMBS portfolio management teams (\$30+ bln).
- Responsible for loan level analysis and due diligence for residential and commercial real estate products
- Helped to establish Penny MAC, a distressed residential mortgage investment company, and was lead portfolio manager for BlackRock Mortgage Investors, a distressed securities fund.
- Founded and managed multi-sector structured finance CDO business (**15 deals, \$13.9 bln**).

Select Advisory Projects:

- D'Vari headed the design and multi-bank negotiation of the MLEC (Master Liquidity Enhanced Conduit) facility as part of a banking industry solution to avert the Special Investment Vehicle (SIV) crisis looming over the global financial system in the fall of 2007.
- Instrumental in advising a major European central bank involved in tens of billions of structured products that threatened the German banking system the risk of which was assumed due to a failed conduit.
- Key solution provider in addressing asset-backed commercial paper conduit crisis in Canada in 2008 and its workout.
- Advised a bank-sponsored money market fund as well as a state fund in their SIV holdings
- Advised a London-based SIV on their liquidity issues and asset sales.
- Advised many domestic and foreign institutional investors on their SIV holdings and their restructuring options in 2007 and 2008.
- Designed, negotiated, documented and actively managed investment vehicles that issued an aggregate of \$3 billion of ABCP.
- Advised a large bank in 2009 regarding potential expected losses in connection with their securities lending activities.
- Development and use of an integrated multivariate relative valuation and risk management tool set.

State Street Research and Management (1994-2005, Acquired by BlackRock), Member of Fixed Income Management Committee, Head of Specialty Products Portfolio Management & Director of Fixed Income Research

- Influenced the direction of the SSRM's Fixed Income Department (**\$27+ bln**) as a senior member of the Fixed Income Management Committee.
- 2002-2004 --> responsible for \$10.2 billion; +40 bps over benchmarks across products w/low volatility.
- Long and favorable track record of active management of separate qualified and non-qualified pension portfolios benchmarked against liabilities and market benchmarks.
- Established and managed well-regarded Structured Finance Management and Quantitative Research Teams in structured finance assets (including RMBS, ABS and CMBS) comprised of a 13-member team of portfolio managers, analysts, and traders.
- Founded and managed all aspects of SSRM's CDO program including structuring, placement, and ongoing management of the portfolios encompassing \$4 billion ABS/CMBS and synthetic Corporates.
- Championed the development of Libor Plus and Portable Alpha at SSRM and managed them with superior track record (**+100 bps over benchmarks across products w/low volatility**).

McDonnell Douglas (MDC, now Boeing), 1984-1994: Senior Principal Engineer and Scientist

- Managed a large multidisciplinary design and analysis group specialized in advanced design of state-of-the-art commercial and military aircrafts

Academic Positions

- 1996 – Jan 2005: Adjunct Professor, International Business School, Brandeis University
- 1999-2004: Professor, Harvard University Extension Program
- 1995-1998: Adjunct Professor, Graduate School of Management, Economic & Finance Dept., Boston University
- 1986-1991: Adjunct Professor, UCLA School of Engineering and Applied Mathematics (concurrent with MDC)
- 1988-1991: Adjunct Professor, School of Engineering, USC (concurrent with MDC)
- 2012-2013: Research Affiliate at Institute for Business in the Global Context and SWF Initiatives, The Fletcher School, Tufts University

Board Positions

- American Securitization Forum's Editorial Advisory and Fixed Income Forum Advisory Board, member
- United Planet
- Board of Director and member of Education Committee, Boston Security Analyst Society (2001-2004)
- Associate Fellow and Technical Committee Board Member, AIAA (1991-1994)

Education & Licenses

- M.B.A., AGSM, UCLA, December 1993
- Ph.D. in Engineering, UCLA, June 1985 (Outstanding Ph.D. Award)
- M.S. in Engineering, UCLA, September 1981 (concurrent with B.S.)
- B.S. in Engineering, UCLA, September 1981 (Summa Cum Laude)
- Series 24, 7, and 63 licenses

Honors and Memberships

- Outstanding Ph.D. Candidate; Distinction in Ph.D. Oral and Written Exams; Fishbough Scholarship, 1983 and 1984; Departmental Scholar, 1978-1981; SEAS, UCLA
- Member of Tau Beta Pi
- Deal of the Year (Tourmaline CDO I, 2005) – Asset Securitization Report and International Finance Law Review
- Manager of the Year and Deal of the Year (Tourmaline CDO I, 2005), Securitization News
- CRE CDO Deal of the Year, 2nd EPIC Awards, Real Estate Finance & Investments (Kimberlite CDO I)

Publications

- More than 10 peer-reviewed journal papers (e.g. Journal of Fixed Income and Journal of Business and Economic Studies) and numerous seminar presentations on Quandamental™ portfolio management, credit risk modeling, risk management, portfolio management, risk-controlled optimization, structured finance, and credit derivatives.
- See www.rondvari.com for copies of various articles.

Speaking Engagements

- Numerous presentations at industry conferences as moderator, panelist, workshops,
 - Risk management
 - Portfolio management, alternative asset management, asset liability management
 - Structured finance, asset backed, residential mortgages, commercial real estate
 - Global change in regulatory landscape for banking and insurance industries
 - Quantitative methods in finance

Ron D'Vari's Select Litigation Advisory and Expert Witness Cases

In the cases below, Ron D'Vari acted as Expert Witness and NewOak Solutions LLC was a consultant.

1. **Private Equity Division of a Global Financial Company:** inter-shareholder dispute between preferred and common shareholders with respect to valuation of over \$50 billion in wrapped structured product portfolios.
 - Provided expert witness and solutions and litigation strategy on behalf of plaintiff
 - Served as expert witness (Ron D'Vari).
 - Completed an expert witness report which was filed.
 - Deposed on behalf of plaintiff.
 - **Status:** case settled before trial in plaintiff's favor.
2. **Major International Financial Services Company:** related to suitability, prudence and compliance in various third-party managed fixed-income portfolios.
 - Provided expert witness and solutions and litigation strategy on behalf of the plaintiff.
 - Served as expert witness (Ron D'Vari).
 - Completed an expert witness report which was filed.
 - **Status:** case settled in arbitration in the plaintiff's favor.
3. **A University Foundation:** related to suitability, prudence and compliance in use of structured products in fixed income third-party managed fixed-income portfolios.
 1. Provided expert witness and solutions and litigation strategy on behalf of the plaintiff.
 2. Served as expert witness (Ron D'Vari).
 3. Completed an expert witness report which was filed.
 4. **Status:** case settled before trial in the plaintiff's favor.
4. **Major US Bank:** in defense of alleged breach of disclosed underwriting standards applied to collateral loans backing numerous RMBS securitizations involving comparative collateral loan quality analysis, verification of original underwriting, pricing and loss attribution, strategic advice.
 - Provided expert witness and solutions and litigation strategy.
 - Served as designated expert witness (Ron D'Vari).
 - **Status:** case settled before actual filing of the expert report.
 - Has been engaged and have initiated several other ongoing cases with the same bank on similar matters.
5. **Major US Insurer:** complaint alleging imprudent asset management practices, inappropriate risk levels and unfair treatment in securities lending portfolio related to US and global RMBS and ABS securities.
 - Provided expert witness and solutions and litigation strategy on behalf of the defendant.
 - Served as expert witness (Ron D'Vari).
 - Completed an expert witness report which was filed.
 - Deposed on behalf of the defendant.
 - **Status:** case settled before trial in the defendant's favor.

6. **International Bank:** shareholder dispute relating to valuation and loss reporting of structured products and CDOs. It entails review of valuation and provisioning practices across financial institutions.
 - Provided expert witness and solutions and litigation strategy on behalf of the defendant.
 - Served as expert witness (Ron D'Vari).
 - Completed an expert witness report which was filed.
 - **Status:** case settled before trial in the defendant's favor.

7. **Major International Bank:** related to review of structured product underwriting and distribution practice including collateral, structure, sponsorship, pricing and documentation.
 - Provided pre-litigation solutions and litigation strategy on behalf of the potential defendant.
 - Potential expert witness (Ron D'Vari).
 - **Status:** assignment completed.

EXHIBIT B

List of Interested Parties

RESIDENTIAL CAPITAL, LLC ET AL.
Case No. 12-12020 (MG)

MASTER CONFLICT LIST

Debtors and Subsidiaries

ditech, LLC
DOA Holding Properties, LLC
DOA Properties IX (Lots-Other), LLC
EPRE LLC
Equity Investment I, LLC
ETS of Virginia, Inc.
ETS of Washington, Inc.
Executive Trustee Services LLC
GMAC – RFC Holding Company, LLC
GMAC Model Home Finance I, LLC
GMAC Mortgage USA Corporation
GMAC Mortgage, LLC
GMAC Residential Holding Company, LLC
GMAC RH Settlement Service, LLC
GMACM Borrower LLC
GMACM REO LLC
GMACR Mortgage Products, LLC
HFN REO SUB II, LLC
Home Connects Lending Services, LLC
Homecomings Financial Real Estate Holdings, LLC
Homecomings Financial, LLC
Ladue Associates, Inc.
Passive Asset Transactions, LLC
PATI A, LLC
PATI B, LLC
PATI Real Estate Holdings, LLC
RAHI A, LLC
RAHI B, LLC
RAHI Real Estate Holdings, LLC
RCSFJV2004, LLC
Residential Accredit Loans, Inc.
Residential Asset Mortgage Products, Inc.
Residential Asset Securities Corporation
Residential Capital, LLC
Residential Consumer Services of Alabama, LLC
Residential Consumer Services of Ohio, LLC
Residential Consumer Services of Texas, LLC
Residential Consumer Services, LLC
Residential Funding Company, LLC
Residential Funding Mortgage Exchange, LLC
Residential Funding Mortgage Securities I, Inc.
Residential Funding Mortgage Securities II, Inc.
Residential Funding Real Estate Holdings, LLC
Residential Mortgage Real Estate Holdings, LLC
RFC – GSAP Servicer Advance, LLC
RFC Asset Holdings II, LLC
RFC Asset Management, LLC
RFC Borrower LLC
RFC Construction Funding, LLC
RFC REO LLC
RFC SFJV-2002, LLC

Foreign Subsidiaries

Canada Mortgage Acceptance Corporation
Foreign Obligation Exchange, Inc. 2003-H12
Foreign Obligation Exchange, Inc. 2003-H14
Foreign Obligation Exchange, Inc. 2004-H11
Foreign Obligation Export, Inc.
GMAC Financiera S.A. de C.V. Sociedad
Financiera de Objeto Multiple
GMAC Residential Funding of Canada Limited
GMAC-RFC (No. 2) Limited
GMAC-RFC Auritec, S.A.
GMAC-RFC Direct Limited
GMAC-RFC Espana Hipotecas SL
GMAC-RFC Europe Limited
GMAC-RFC Holdings Limited
GMAC-RFC Property Finance Limited
High Street Home Loans Limited
MCA Finance Limited
National Guarantee plc
Private Label Group Limited
Private Label Mortgage Services Limited

Officers and Directors

Abreu, Steven M.
Aretakis, James
Dondzila, Catherine M.
Fleming, Patrick
Hamzehpour, Tammy
Harney, Anthony J.
Hills, Garry
Horner, Jill M.
III, Edward F. Smith,
Ilany, Jonathan
Kruger, Lewis
Mack, John E.
Marano, Thomas
Meyer, Darsi
Nees, Louis A.
Pensabene, Joseph A.
Riddle, Mindy
Strauss, Thomas M.
Tyson, William N.
West, Pamela E.
Whitlinger, James
Wilkinson, Winston Carlos

Parties to Funding Agreements

Ally Financial Inc (f/k/a GMAC Inc.)
Barclays Bank PLC
Citibank, N.A.
Wells Fargo Bank, N.A.
BMMZ Holdings LLC
US Bank National Association

Deutsche Bank Trust Company Americas

Bondholders

AllianceBernstein Advisors
American Enterprise Investment Services Inc.
Appaloosa Management L.P.
Bank of New York Mellon, (The)/Barclays Capital -
London
Bank of Nova Scotia/CDS
BARC/FIXED
Barclays Capital Inc. /LE
Berkshire Hathaway Inc.
BlackRock Global Investors
Charles Schwab & Co., Inc.
CITIBK/GRP
Citigroup Global Markets Inc.
Citigroup Global Markets Inc. /Salomon Brothers
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank Securities, Inc.
E*Trade Clearing LLC
Edward D. Jones & Co.
First Clearing, LLC
First Southwest Company
Goldman Sachs International
Goldman, Sachs & Co.
Interactive Brokers Retail Equity Clearing
J.P. Morgan Clearing Corp.
J.P. Morgan Securities LLC
Janney Montgomery Scott Inc.
Loomis Sayles & Company
LPL Financial Corporation
Merrill Lynch Safekeeping
Morgan Stanley & Co. LLC
Morgan Stanley Smith Barney LLC
National Financial Services LLC
Oppenheimer & Co. Inc.
OptionXpress, Inc
P. Schoenfeld Asset Management
Paulson & Co. Inc.
Penson Financial Services, Inc./Ridge.
Pershing LLC
Pentwater Capital Management
Putnam Investment Management
Raymond, James & Associates, Inc.
RBC Capital Markets, LLC
Scottrade, Inc.
Security Investors LLC
Silver Point Capital, L.P.
Stifel, Nicolaus & Company Incorporated
Taconic Capital Advisors, L.P.
TD Ameritrade Clearing, Inc.
Timber Hill LLC
UBS Financial Services LLC
UBS Securities LLC
Vanguard Marketing Corporation
Western Asset Management Company

Landlords and Tenants

2155 Northpark Lane LLC
2255 Partners, L.P. c/o M. David Paul Development
LLC
Avenel Realty Company d / b / a Avenel at
Montgomery Square
Brandywine Cityplace LP
BREOF Convergence LP c/o Brookfield Real Estate
Opportunity Fund
Business Suites (Texas) LTD
Center Township of Marion County
Del Amo Financial Center, LP
DRA CLP Esplanade LP c/o Colonial Properties
Services Ltd Partnership
Euclid Plaza Associates, LLC
GBM Properties, LLC
Homeowners Alliance
Liberty Property Limited Partnership
National Default Servicing, LLC
New Towne Center Inc.
PBC San Jose, LLC
PBC Walnut Creek, LLC
Realty World - Graham/Grubbs and Associates
Regus Management Group LLC
Teachers Insurance and Annuity Association of
America c/o Northmarq RES
The Irvine Company LLC
The Office Annex, Inc.
Veridian Credit Union f/k/a John Deere Community
Credit Union
W.E.G., Jr., Inc. d / b / a Highland-March Beverly
Suites

Parties to Litigation

Acacia Life Insurance Company
Allstate Bank (f/k/a Allstate Federal Savings Bank)
Allstate Insurance Company
Allstate Life Insurance Company
Allstate Life Insurance Company of New York,
Allstate Retirement Plan
Allstate New Jersey Insurance Company
American Heritage Life Insurance Company
Ameritas Life Insurance Corp.
Assured Guaranty Municipal Corp.
Boilermaker Blacksmith National Pension Trust
Brown County, Ohio
Cambridge Place Investment Management Inc.
Church-Dellinger, Victoria Jean
Columbus Life Insurance Company
Deutsche Zentral-genossenschaftsbank, New York
Branch, d/b/a DZ Bank AG, New York Branch
DG Holding Trust
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Home Loan Mortgage Corporation
Federal Housing Finance Agency
Financial Guaranty Insurance Company
First Colonial Insurance Company

Fort Washington Active Fixed Income LLC
Fort Washington Investment Advisors, Inc.
HSH Nordbank AG
HSH Nordbank AG, Luxembourg Branch
HSH Nordbank AG, New York Branch
HSH Nordbank Securities S.A.
Huntington Bancshares Inc.
IKB Deutsche Industriebank AG
IKB International S.A. (in Liquidation)
Integrity Life Insurance Company
Kennett Capital, Inc.
Kral, Kenneth L.
Laster, Marteel
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corporation
Mitchell, Ruth
Mitchell, Steven
National Credit Union Administration Board
National Integrity Life Insurance Company
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Rio Debt Holdings (Ireland) Limited
Sall, Mohammed A.
Sealink Funding Ltd.
State of Ohio
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
The Western and Southern Life Insurance Company
Thrivent Balanced Fund
Thrivent Balanced Portfolio
Thrivent Bond Index Portfolio
Thrivent Core Bond Fund
Thrivent Financial Defined Benefits Plan Trust
Thrivent Financial for Lutherans
Thrivent Income Fund
Thrivent Limited Maturity Bond Fund
Thrivent Limited Maturity Bond Portfolio
U.S. Central Federal Credit Union
West Virginia Investment Management Board
Western Corporate Federal Credit Union
Western-Southern Life Assurance Company

U.S. Trustee's Office (Region 2 Trial Attorneys)

Davis, Tracy Hope
Driscoll, Michael
Gasparini, Elisabetta
Golden, Susan
Khodorovsky, Nazar
Masumoto, Brian S.
Morrissey, Richard C.
Nakano, Serene
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Velez-Rivera, Andy
Zipes, Greg M.

Bankruptcy Judges (New York)

Bernstein, Stuart M.
Chapman, Shelley C.
Drain, Robert
Gerber, Robert E.
Glenn, Martin
Gropper, Allan L.
Lane, Sean H.
Lifland, Burton R.
Morris, Cecelia G.
Peck, James M.

District Court Judges (New York)

Baer, Harold
Batts, Deborah A.
Berman, Richard M.
Briccetti, Vincent L.
Buchwald, Naomi Reice
Carter, Andrew L.
Castel, P. Kevin
Cedarbaum, Miriam Goldman
Cote, Denise L.
Crotty, Paul A.
Daniels, George B.
Duffy, Kevin T.
Engelmayer, Paul A.
Forrest, Katherine B.
Gardephe, Paul G.
Griesa, Thomas P.
Haight, Charles S.
Hellerstein, Alvin K.
Jones, Barbara S.
Kaplan, Lewis A.
Karas, Kenneth M.
Koeltl, John G.
Marrero, Victor
McKenna, Lawrence M.
McMahon, Colleen
Nathan, Alison J.
Oetken, J. Paul
Owen, Richard
Patterson, Robert P.
Pauley, William H.
Preska, Loretta A.
Rakoff, Jed S.
Ramos, Edgardo
Sand, Leonard B.
Scheindlin, Shira A.
Seibel, Cathy
Stanton, Louis L.
Stein, Sidney H.
Sullivan, Richard J.
Swain, Laura Taylor
Sweet, Robert W.
Wood, Kimba M.

Depositing Banks

Ally Bank
Bank of America, N.A.

Bank of New York Mellon
Citibank, N.A.
Deutsche Bank Trust Company Americas
JPMorgan Chase Bank, N.A.
M&T Bank
State Street Bank and Trust Company
U.S. Bank National Association
Wachovia Bank, National Association

Consultants & Professionals

AlixPartners
Analytic Focus, LLC
Barclays Bank PLC
Bradley Arant Boult Cummings LLC
Carpenter Lipps & Leland LLP
Centerview Partners LLC
Chadbourne & Parke LLP
Coherent Economics LLC
Curtis, Mallet-Prevost, Colt & Mosle LLP
Deloitte & Touche
Dorsey & Whitney LLP
Epiq Bankruptcy Solutions, LLC
Ernst & Young LLP
Evercore
Fortace LLC
Fortress Investment Group, LLC
FTI Consulting, Inc.
Gonzalez, Arthur J.
Hudson Cook LLP
J.F. Morrow
Kirkland & Ellis LLP
KPMG LLP
Kramer Levin Naftalis & Frankel LLP
Kurtzman Carson Consultants LLC
Leonard, Street and Deinard P.A.
Locke Lord LLP
Mayer Brown LLP
Mesirow Financial Consulting, LLC
Mercer (US) Inc.
Moelis & Company LLC
Morrison & Cohen LLP
Morrison & Foerster LLP
Nationstar Mortgage, LLC
Orrick, Herrington & Sutcliffe LLP
Pachulski Stang Ziehl & Jones LLP
Pepper Hamilton LLP
Perkins Coie LLP
PricewaterhouseCoopers
Rubenstein Associates, Inc.
San Marino Business Partners LLC
Severson & Werson PC
Sidley Austin LLP
SilvermanAcompa LLP
Skadden, Arps, Slate, Meagher & Flom LLP
Towers Watson Delaware Inc.
Wilmer Cutler Pickering Hale & Dorr LLP
Wolf Haldenstein Adler Freeman & Herz LLP

HELOC Investors

5th 3rd bank
Aurora Loan Services LLC
Bank One, Texas N.A.
Deutsche Bank National Trust Co.
Everbank
JP Morgan Chase
Macquarie Mortgages USA Inc
Suntrust
The Bank of New York Mellon
Treasury Bank, N.A.
Us Bank, N.A.
Wachovia Bank Na
Wells Fargo Bank, N.A.

Servicing Counterparties

Government Entities and GSEs

Federal Home Loan Mortgage Corporation (Freddie Mac)
Federal Housing Administration (FHA)
Federal National Mortgage Association (Fannie Mae)
Government National Mortgage Association (Ginnie Mae)

Housing and Local Agencies

California Housing Finance Agency
CitiMortgage, Inc., as administrator for Texas Veterans Land Board
Connecticut Housing Finance Authority
Delaware Housing Authority
Hawaii Housing (Hula Mae)
Housing Opportunities Commission of Montgomery County, Maryland
Mississippi Home Corporation
Neighborhood Housing Services of America and Philadelphia N.H.S.
Oregon Housing and Community Services Department
Redevelopment Authority of the County of Berks
Rural Housing
The Housing and Redevelopment Authority in and for the City of Minneapolis
The Industrial Commission of North Dakota

Mortgage and Monoline Insurers

The ACE Group
Ambac
Assured Guaranty Corp.
Cuna Mutual Group Mortgage Insurance Company
FGIC
Financial Security Assurance Inc
Federal Insurance Group (a subsidiary of the Chubb Group of Insurance Companies)
General Electric Mortgage Insurance Corporation
Genworth Mortgage Insurance Corporation
MBIA
Mortgage Guaranty Insurance Corp.
PMI Mortgage Insurance Co.

Radian Asset Assurance Inc.
Radian Guaranty Inc.
Republic Mortgage Insurance Company
Triad Guaranty Insurance Corporation
United Guaranty Residential Insurance Company

Trustees

Bank One, National Association
BNY Midwest Trust Company
Chase Bank of Texas, N.A.
Citibank, N.A.
Deutsche Bank National Trust Company
Deutsche Bank Trust Company Americas
HSBC Bank USA, National Association
JPMorgan Chase Bank, N.A.
LaSalle Bank National Association
Security Pacific National Company
The Bank of New York Mellon
U.S. Bank National Association
US National Association
Wells Fargo Bank Minnesota, N.A.
Wells Fargo Bank, National Association
Wilmington Trust Company

Other Counterparties to Servicing Agreements

50 BY 50, LLC
ABN AMRO Mortgage Group, Inc.
Access National Mortgage Corporation
Ace Home Equity Loan Trust, Series 2007-SL3
ACE Securities Corp.
ACT Mortgage Capital
Advantage Bank
Aegis Mortgage Corporation
Aegon USA Realty Advisors
Alliance Bancorp
Alliance Securities Corp.
Ally Bank
Ally Financial Inc.
Ally Investment Management LLC
Alternative Finance Corporation
Amalgamated Bank of New York
American Equity Mortgage, Inc.
American Home Mortgage
American Home Mortgage Acceptance, Inc.
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4A
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2007-A
American Home Mortgage Servicing, Inc.
American Home Mortgage Trust 2004-4
American Home Mortgage Trust 2005-1
American Home Mortgage Trust 2005-2
American Home Mortgage Trust 2005-4A
American Residential Equities XXVII, LLC
American Residential Equities, LLC
Ameriquest Mortgage Company
Andover Bank

Arbor Commercial Mortgage, LLC
Asset Management Holding of South Florida, LLC
Assured Guaranty Municipal Corp
Atlantic Financial Federal
Audobon Savings Bank
Aurora Loan Services Inc.
Aurora Loan Services LLC
Banc of America Funding 2005-3 Trust
Banc of America Funding 2005-8 Trust
Banc of America Funding 2006-1 Trust
Banc of America Funding 2006-4 Trust
Banc of America Funding Corporation
Banc of America Mortgage Capital Corporation
Bancap
Banco Mortgage Company
Banco Popular North America
Bank of America, National Association
Bank of Hawaii
Bank One, Texas, N.A.
Bank Rhode Island
Bank United, FSB
Bankatlantic, A Federal Savings Bank
Bankers Saving
Bankers Trust Company
Banknorth Mortgage
Bay Atlantic Federal Credit Union
Bay Financial Savings Bank, FSB
Bayrock Mortgage Corporation
Bayview Acquisitions, LLC
Bayview Financial Asset Trust
Bayview Financial Property Trust
Bayview Financial Securities Company, LLC
Bayview Financial Trading Group, L.P.
Bayview Financial, L.P.
Bear Stearns Asset Backed Securities I, LLC
Bear Stearns Mortgage Capital Corporation
Bear Stearns Second Lien Trust 2007-1
Bear Stearns Second Lien Trust 2007-SV1
Bell Federal Savings and Loan Association
BellaVista Funding Corporation
Belvedere Trust Finance Corporation
Bluebonnet Savings Bank FSB
BMMZ Holdings LLC
Broadway Federal Bank, FSB
Brothers Bank, FSB
Butte Savings and Loan Association
Caliber Funding, LLC
California Banking Association
California Federal Bank, FSB
California Public Employees' Retirement System
Cambridge Place Collateral Management LLC
Canada Mortgage Acceptance Corporation
Capital Crossing Bank
Capitol Federal Savings and Loan Association
Capstead Mortgage Corporation
CDC Mortgage Capital Inc. (Natixis)
Cenfed Bank, a Federal Savings Bank
Cenlar FSB
CenterState Bank of Florida, N.A.

Central Bank of Jefferson County, Inc.
Century Bank, FSB
CFX Bank
Charter One Bank, FSB
Charter One Bank, N.A.
Chase Manhattan Mortgage Corporation
Chemical Mortgage Company
Citi Financial Mortgage Co., Inc
Citibank (West), FSB
Citigroup Global Markets Realty Corp.
Citigroup Mortgage Loan Trust Inc.
CitiMortgage, Inc.
Citizens Bank of Connecticut
Citizens Bank of Massachusetts
Citizens Bank of New Hampshire
Citizens Bank of Pennsylvania
Citizens Bank, N.A.
Citizens Federal Bank, FSB
Clayton Fixed Income Services Inc.
Clayton National, Inc.
CMC Investment Partnership
Coastal Banc Capital Corporation
Coastal Banc SSB
Coastal States Mortgage Corporation
Collective Federal Savings Bank
Colonial Mortgage Service Company
Comerica Bank
Community Lending, Incorporated
Communityone Bank, N.A.
ComUnity Lending, Incorporated
Copperfield
Core, Cap Inc.
Corona Asset Management III, LLC
Countrywide Bank, N.A.
Countrywide Home Loans Servicing, LP
Countrywide Home Loans, Inc.
Credit Suisse First Boston Mortgage Securities Corp.
CSX
CTCE Federal Credit Union
CTX Mortgage Company, LLC
DB Structured Products, Inc.
Deutsche Alt-A Securities, Inc.
Deutsche Bank AG New York Branch
Deutsche Mortgage Securities, Inc.
DLJ Mortgage Acceptance Corp.
DLJ Mortgage Capital, Inc.
Dollar Bank, FSB
Drawbridge Consumer Funding Ltd
Dynex Securities Corporation
E*Trade Bank
E*Trade Mortgage
E*Trade Wholesale Lending Corp.
EAB Mortgage Company, Inc.
EMC Mortgage Corporation
Empire Mortgage X, Inc.
Encore Bank and National Association
Encore Savings Bank
Erie Savings Bank

Eurekabank
EverBank
Fairbanks Capital Corp.
Fairfax Savings Bank
Family Bank, FSB
Family Lending Services, Inc.
FBS Mortgage Corporation
Federal Home Loan Bank of Atlanta
Federal Trust Bank, FSB
Fidelity Federal Bank
Fidelity Savings and Loan
Fifth Third Bank
Financial Asset Securities Corp.
First Bank Incorporated
First Bank, Inc.
First Cap Holdings, Inc.
First Citizens Bank and Trust Company
First Citizens Mortgage Company
First Community Bank N.A.
First Federal of Michigan
First Federal Savings and Loan Association of Storm Lake
First Guaranty Mortgage Corporation
First Horizon Home Loan Corporation
First Indiana Bank
First Internet Bank of Indiana
First Massachusetts Bank, N.A.
First National Bank and Trust Company
First National Bank of Arizona
First National Bank of El Dorado
First Nationwide Mortgage Corporation
First NLC
First Rate Capital Corporation
First Savings Mortgage Corporation
First Tennessee Bank National Association
First Tennessee Capital Assets Corporation
First Trust Savings Bank
First Union National Bank
First-Citizens Bank & Trust Company
Firsttrust Bank
Fleet National Bank
Flex Point Funding Corporation
Flick Mortgage Investors, Inc.
FNBA
Fortress Credit Corp.
FPA Corporation
Franklin Bank, SSB
Franklin Credit
Franklin Credit Management Corporation
Gateway Credit Union
Gateway Funding Diversified Mortgage Services, LP
GE Capital Consumer Card Co.
GE Mortgage Services, LLC
Geneva Mortgage Corporation
Germantown Savings Bank
Gibraltar Savings Association
Ginn Financial Services, LLC
Goldman Sachs Mortgage Company

Gonzalo Residential Asset Trust
Great American First Savings Bank
Great American Savings Bank
Green Planet Servicing, LLC
Green Tree Servicing LLC
GreenPoint Mortgage Funding Trust 2005-HE4
GreenPoint Mortgage Funding Trust 2006-HE1
GreenPoint Mortgage Funding, Inc.
Greenwich Capital Acceptance, Inc.
Greenwich Capital Financial Products, Inc.
Greenwich Universal Portfolio
GS Mortgage Securities Corp.
GSAA Home Equity Trust 2005-9
GSMPS Mortgage Loan Trust 2005-LT1
GSR Mortgage Loan Trust 2006-AR2
GSR Trust 2007-HEL1
Guardian Savings Bank
Hanover Capital Mortgage Holdings, Inc.
HarborView Mortgage Loan trust 2004-10
Healthcare Employees Federal Credit Union
Home Equity Loan Trust 2005-HS2
Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA5
Home Equity Loan Trust 2007-HSA1
Home Equity Loan Trust 2007-HSA3
Home Federal Savings & Loan Association of
Rome, Ga.
Home Loan Corporation
Home Loan Series 09-2028
HomeBanc Mortgage
HomEq Servicing Corporation
Horsham Funding Inc.
HSI Asset Securitization Corporation
Hudson & Keyse, LLC
Hudson City Savings Bank
Huntington Federal Savings & Loan Association
Hyperion Capital Group LLC
IMPAC CMB Trust Series 2005-6
IMPAC Funding Companies
IMPAC Funding Corporation
IMPAC Mortgage Holdings, Inc.
IMPAC Secured Assets Corp.
Imperial Credit Industries, Inc.
Independent Bank East Michigan
IndyMac Bank, FSB (now OneWest Bank, FSB)
IndyMac MBS, Inc.
IndyMac Mortgage Holdings, Inc.
ING Bank, FSB
Investment Capital Group
Irwin Union Bank and Trust Company
Ixis Real Estate Capital Inc
Jackson Federal Bank
Just Mortgage, Inc.
Kaiser Federal Bank
Keystone Nazareth Bank & Trust Company
Kidder Peabody Mortgage Capital Corporation
Lacera
Lebank

Lehman Brothers Bank, FSB
Lehman Brothers Holdings Inc.
Lehman Capital, a division of Lehman Brothers
Holdings Inc.
Liberty Home Lending, Inc.
Liberty Savings Bank, FSB
Linden Assemblers Federal Credit Union
Litton Loan Servicing, LP
LNV Corporation
Loan Center of California
Loan Link Financial Services
Local #38 and Associates Credit Union
Lomas Mortgage USA, Inc.
Los Angeles County Employees Retirement
Association
Los Angeles Federal Savings
LPP Mortgage Ltd.
Luminent Mortgage Capital, Inc.
Lydian Private Bank
Macquarie Mortgage Funding Trust 2007-1
Macquarie Mortgages USA, Inc.
MAIA Mortgage Finance Statutory Trust
Marine Bank
Market Street Mortgage Corporation
Massachusetts Mutual Life Insurance Co.
Matrix Capital Bank
MB Financial Bank N.A.
Medway Savings Bank
Mellon Bank
Mellon/McMahon Real Estate Advisors Inc.
Merck Sharp & Dohme Federal Credit Union
Mercury Mortgage Finance Statutory Trust
Meridian Mortgage Corporation
Merrill Lynch Bank & Co.
Merrill Lynch Hunton Paige
Merrill Lynch Mortgage Capital Inc.
Merrill Lynch Mortgage Holdings, Inc.
Merrill Lynch Mortgage Investors, Inc.
Merrill Lynch Mortgage Lending, Inc.
Metlife Bank, N.A.
Metrocities Mortgage Corp., LLC
Metropolitan Life Insurance Company
Mid America Bank, FSB
MidFirst Bank
Midland Financial Savings and Loan Association
Mint I, LLC
Mint II, LLC
Money Bank Investment Corporation
Monterey I Holdings
Morgan Stanley Capital I Inc.
Morgan Stanley Mortgage Capital Inc.
Morgan Stanley Mortgage Loan Trust 2005-3AR
Mortgage Asset Securitization Transactions, Inc.
Mortgage Asset Securitization Trust
Mortgage Interest Networking Trust II
Mortgage Investors Corporation
MortgageIT Holdings Inc.
MortgageIT Securities Corp.
MortgageIT Trust 2005-4

MortgageIT, Inc
MRF 3 LLC
Mrit Securities Corporation
Mutual Savings & Loan Association of Charlotte,
N.C.
Mutual Savings Bank
National Bank of Commerce
NETBANK
Network Funding L.P.
Neuwest Equity Partners
New Century Mortgage Securities, Inc.
New Cumberland Federal Credit Union
New Penn Financial, LLC
New York Life Insurance and Annuity Corporation
New York Life Insurance Company
Nomura Asset Acceptance Corporation
Nomura Credit & Capital, Inc.
Nomura Home Equity Loan, Inc.
North Jersey Federal Credit Union, Inc.
Northwest Funding, Inc.
Northwestern National Bank of Minneapolis
Norwest Bank Minnesota, National Association
Norwest Mortgage, Inc.
Ocwen Federal Bank FSB
Ocwen Loan Servicing, LLC
Ohio Savings Bank
Opteum Financial Services, LLC
Option One Mortgage Corporation
Paine Webber Real Estate Securities Inc.
Parkside Lending, LLC
Parkvale Savings Bank
Paul Financial, LLC
People Savings Bank, Inc., SSB
Peoples Heritage Savings Bank
PHH Mortgage
Philadelphia Federal Credit Union
Pinnacle Capital Mortgage Corporation
Pinnacle Financial Corporation
Plaza Home Mortgage, Inc.
PMC Bancorp
PNC Bank, N.A.
PNC Mortgage Securities Corp.
Pomona First Federal Bank and Trust
Principal Asset Markets, Inc.
Principal Bank
Principal Mutual Life Insurance Company
Private Capital Group
Quaker City Bank
Quicken Loans Inc.
RBS Citizens, National Association
Real Time Resolutions, Inc.
Real Time Solutions
Realty Mortgage Corporation
Redlands Federal Bank, FSB
Redwood Trust, Inc.
Reliance Federal Credit Union
Residential Mortgage Assistance Enterprise, LLC
Resolution Capital Advisors, LLC
Ridgewood Savings Bank

Riggs Bank N.A.
Rochester Community Savings Bank
Roosevelt Management Company, LLC
RWT Holdings, Inc.
Ryland Acceptance Corporation Four
SACO I Trust 2005-GP1
SACO I Trust 2006-8
Salomon Brothers Realty Corp.
Saxon Mortgage Funding Corporation
Sea Breeze Financial Services, Inc.
Sebring Capital
Secured Bankers Mortgage Company
Security National
Security Pacific National Bank
Select Portfolio Servicing Inc.
Sequoia Funding Trust
Sequoia Residential Funding, Inc.
Shearson Lehman Government Securities, Inc.
Shellpoint Mortgage LLC
Sierra Pacific Mortgage, Inc.
Silver State Financial Services, Inc.
Silvergate Bank
Skyline Financial Corp.
SMFC Funding Corporation
SN Servicing Corporation
SNBOA, LLC
Southbank
Southern Pacific Thrift and Loan Association
SouthStar Funding, LLC
Southwest Savings and Loan Association
Sovereign Bank, FSB
Specialized Loan Servicing LLC
St. Paul Federal Bank for Savings
Stanwich Mortgage Acquisition Company, LLC
Sterling Savings Bank
Steward Financial, Inc.
Stonebridge Bank
Structured Asset Mortgage Investments II Inc.
Structured Asset Mortgage Investments, Inc.
Structured Asset Securities Corporation
Structured Mortgage Investments II Inc.
Summit Savings & Loan Association
Suntrust Asset Funding, LLC
Superior Bank
Susquehanna Bank
Syncora Guarantee Inc.
Taylor, Bean Whitaker
TCF National Bank
TCIF, LLC
TeleBank
Terwin Advisors LLC
Terwin Mortgage Trust 2006-6
Terwin Securitization LLC
The Canada Trust Company
The Chase Manhattan Bank
The First Boston Corporation
The First National Bank of Glens Falls
The Frost National Bank
The Mortgage Store Financial, Inc.

The New York Mortgage Company, LLC
The Travelers Indemnity Company
The Winter Group
Treasury Bank, N.A.
Tri Counties Bank
Tri Country Area Federal Credit Union
Truman Capital Securitization LLC
UBS Real Estate Securities Inc.
UBS Warburg Real Estate Securities Inc.
UBS Warburg, LLC
United Capital Mortgage, LLC
United Federal Savings Bank
United Financial Mortgage Corporation
United Savings Association of Texas, FSB
Unity Bank
Universal Master Servicing, LLC
US Bank Home Mortgage
USAA Federal Savings Bank
Valley Independent Bank
Vermont Mortgage Group, Inc.
Wachovia Bank, National Association
Wachovia Mortgage Corporation
Walter Mortgage Company
Washington Mutual Bank
Washington Mutual Mortgage Securities Corp.
Webster Bank
Western Financial Savings Bank, FSB
WestStar Mortgage, Inc.
Wilshire Credit Corporation
Winter Group
Witmer Funding LLC
WMCC Clayton / Washington Mutual Bank
WMD Capital Markets, LLC

Utilities

Abovenet Communications Inc.
AT&T
AT&T Mobility
Center Point Energy
CenturyLink
Cisco Systems Capital Corporation
City of Eden Prairie
Comcast
Dish Network
Genesys Conferencing
Global Capacity Group Inc.
IEX Corporation
Inova Solutions
Intercall
Intervoice Inc.
Level 3 Communications LLC
MediaCom
Micro-Tel Center
MidAmerican Energy
Sprint
Time Warner Cable
Time Warner Telecom
Verizon
Verizon Business

Verizon California
Verizon Wireless
Waste Management
Waterloo Water Works
Xcel Energy

Consolidated Top 50 Creditors

Aegis Usa Inc.
Alan Gardner
Allstate Insurance
Ambac Assurance Corp
Assured Guaranty Corp.
BNYMellon
Boilermaker Blacksmith National Pension Trust
Brian Kessler, et al
Cambridge Place Investment Management Inc.
Credstar
Deutsche Bank AG, New York
Deutsche Bank Trust Company Americas
Don E. Diane M. Patterson
Donna Moore
Emortgage Logic
Federal Home Loan Bank of Boston
Federal Home Loan Bank of Chicago
Federal Home Loan Bank of Indianapolis
Federal Housing Finance Agency
Financial Guaranty Insurance Co.
Huntington Bancshares Inc.
Indecomm Global Services
Iowa Public Employees Retirement System
Lehman Brothers Holdings, Inc.
Loan Value Group
Massachusetts Mutual Life Insurance Company
MBIA, Inc.
Midwest Operating Engineers Pension Trust Fund
National Credit Union Administration Board
New Jersey Carpenters Health Fund
New Jersey Carpenters Vacation Fund
Orange County Employees Retirement System
Police and Fire Retirement System of the City of
Detroit
Sealink Funding Limited
Steven And Ruth Mitchell
Stichting Pensioenfond ABP
The Charles Schwab Corporation
The Union Central Life Insurance Company
Thrivent Financial for Lutherans
Tiffany Smith
US Bank
Wells Fargo & Company
Wells Fargo Bank N.A
West Virginia Investment Management Board
Western & Southern

Members of the Creditors' Committee

Allstate Life Insurance Company
AIG Asset Management (U.S.), LLC
The Bank of New York Mellon Trust Company,
N.A.

Deutsche Bank Trust Company Americas
Drennen, Rowena L.
Financial Guaranty Insurance Company
MBIA Insurance Corporation
U.S. Bank National Association
Wilmington Trust, N.A.

Rule 2004 Motion Parties

AlixPartners
Cerberus Capital Management, L.P.
Cerberus FIM Investors LLC
Cerberus FIM, LLC
FIM Holdings LLC
General Motors Company
Gibbs & Bruns, LLP
GMAC Bank
GMAC Commercial Finance, LLC
GMAC LLC
GMAC Mortgage Group, LLC
Houlihan Lokey
IB Finance Holding Company, LLC
Kelly Drye & Warren LLP
Kramer Levin et al
Moelis & Company
Morrison & Foerster LLP
Morrison Cohen LLP
National Motors Bank FSB
Ropes & Gray LLP
White & Case